

CERTIFICATE OF INCORPORATION
OF
THE INSTITUTE FOR RATIONAL LIVING, INC.

Pursuant to the Membership Corporations Law

He, the undersigned, desiring to form a corporation pursuant to the Membership Corporations Law of the State of New York, do hereby certify as follows:

FIRST: The name of the proposed corporation (hereinafter referred to as "the Corporation") is

THE INSTITUTE FOR RATIONAL LIVING, INC.

SECOND: The purposes for which the Corporation is to be formed are as follows:

For the advancement of science, particularly in the field of psychology, but not limited thereto, provided, however, it shall not devote any substantial part of its activities to carrying on propoganda or otherwise attempting to influence legislation.

Subject to the provisions of the Membership Corporations Law, to acquire by gift, legacy, bequest, devise, grant, purchase, exchange, lease, solicit and collect from the public, or any other lawful means, funds and property of every kind and nature, without limitation as to amount or value, and to hold, invest, reinvest, administer, use expend, contribute, convey, assign, dispose of and/or devote the same or any part thereof, including income or capital, or both, for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them.

To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its Board of Directors, to have one or more offices, and to keep the books of the Corporation, in any part of the world.

CERTIFICATE OF INCORPORATION
OF
THE INSTITUTE FOR RATIONAL LIVING, INC.

Pursuant to the Membership Corporations Law

Michael M. Feinstein
Counselor at Law
40 Exchange Place
New York 5, N. Y.

To do any and all lawful acts and things suitable, useful, desirable or proper, for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them, directly or indirectly, and either alone or through the agency of, or in association in any form with, other persons, organizations, firms, associations, corporations or institutions, within such limitations as are provided by law.

Nothing herein contained shall be deemed to authorize the Corporation to establish or maintain in the State of New York any institution or agency mentioned in Section 11 of the Membership Corporations Law of the State of New York or in Section 35 of the Social Welfare law of the State of New York, or in such corresponding section or sections as may be from time to time in force.

The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or any individual; and none of such net earnings nor any of the property of the corporation nor any other assets of the Corporation shall be used otherwise than for any of the purposes of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

Subject to approval of the Supreme Court, in the event of liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary or by operation of law, the property or other assets of the Corporation, and any proceeds thereof, insofar as permitted by law, shall be distributed to such non-profit corporations, associations, trusts, community chests, funds and founda-

tions, which shall have received notice of exemption and which shall be exempt from Federal income taxes under Section 501 of the Internal Revenue Code or such corresponding section or sections as may be from time to time in force, as the members of the Corporation, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the Corporation.

THIRD: The territory in which the operations of the Corporation are principally to be conducted is the City of New York and the counties adjoining the City of New York, but the Corporation may do any one or more of the acts herein set forth as its purposes within or without the United States of America or in any part of the world.

FOURTH: The principal office of the Corporation is to be located in the Borough of Manhattan, City, County and State of New York.

FIFTH: The number of directors of the Corporation shall not be less than three (3) nor more than fifteen (15).

SIXTH: The names and residences of the directors until the first annual meeting of the Corporation are as follows:

<u>Names</u>	<u>Residences</u>
Dr. Albert Ellis	333 West 56th Street New York 19, New York
Paul R. Ellis	83-15 98th Street Woodhaven 21, New York
Dr. Robert A. Harper	1530 Sixteenth Street, N. W. Washington 6, D. C.

tions, which shall have received notice of exemption and which shall be exempt from Federal income taxes under Section 501 of the Internal Revenue Code or such corresponding section or sections as may be from time to time in force, as the members of the Corporation, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the Corporation.

THIRD: The territory in which the operations of the Corporation are principally to be conducted is the City of New York and the counties adjoining the City of New York, but the Corporation may do any one or more of the acts herein set forth as its purposes within or without the United States of America or in any part of the world.

FOURTH: The principal office of the Corporation is to be located in the Borough of Manhattan, City, County and State of New York.

FIFTH: The number of directors of the Corporation shall not be less than three (3) nor more than fifteen (15).

SIXTH: The names and residences of the directors until the first annual meeting of the Corporation are as follows:

<u>Names</u>	<u>Residences</u>
Dr. Albert Ellis	333 West 56th Street New York 19, New York
Paul R. Ellis	83-15 96th Street Woodhaven 21, New York
Dr. Robert A. Harper	1530 Sixteenth Street, N. W. Washington 6, D. C.

SEVENTH: All of the subscribers to this Certificate of Incorporation are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York; and, of the persons hereinabove named as directors, at least one is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate as of this 1st day of February, 1959.

Robert A. Harper (L.S.)

Paul R. Ellis (L.S.)

Robert A. Harper (L.S.)

Michael M. Feinstein (L.S.)

Martin Lewis Wallace (L.S.)

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 25 day of February, 1959, before me personally came Michael H. Feinstein and Martin W. Wallace, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Marion M. Kushner
Notary Public
MARION M. KUSHNER
Notary Public, State of New York
No. 07-202150
Qualified in Bronx County
Commission Expires March 31, 1960

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 17 day of February, 1959, before me personally came Dr. Albert Ellis and Paul R. Ellis, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Vincent L. Green
Notary Public
VINCENT L. GREEN
Notary Public, State of New York
No. 07-202150
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 31, 1960

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 25 day of February, 1959, before me personally came Michael H. Feinstein and Martin Wm. Wallace, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Marshall A. Friedman

Notary Public
MARSHALL A. FRIEDMAN
Notary Public, State of New York
No. 67-260150
Qualified in Bronx County
Commission Expires March 30, 1960

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.:

On this 17 day of February, 1959, before me personally came Dr. Albert Ellis and Paul R. Ellis, to me known and known to me to be the individuals described in and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same.

Vincent L. Friedman
Notary Public

VINCENT L. FRIEDMAN
Notary Public, State of New York
No. 67-260150
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1960

District of Columbia, ss.:

I, Wilfred B. Allers, in and for the District of Columbia, do hereby certify that DR. ROBERT A. HARPER, a party to a certain Certificate of Incorporation, bearing date as of the 1st day of February, 1959, and hereto annexed, personally appeared before me in said district, the said DR. ROBERT A. HARPER, being personally well known to me as the person who executed the said Certificate of Incorporation, and acknowledged the same to be his act and deed.

Given under my hand and seal this 12th day of February,

1959.

Wilfred B. Allers (L.S.)

(L.S.)

My Commission expires June 14, 1959

Serial A 69670

DISTRICT OF COLUMBIA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I CERTIFY THAT WILFRED B. ALLERS whose name is subscribed to the accompanying instrument, was at the time of signing the same a Notary Public in and for the District of Columbia, and duly commissioned and authorized by the laws of said District of Columbia to take the acknowledgment and proof of deeds or conveyance of lands, tenements, or hereditaments and other instruments in writing to be recorded in said District, and to administer oaths; and that I am well acquainted with the handwriting of said Notary Public and verily believe that the signature and impression of seal thereon are genuine, after comparison with signature and impression of seal on file in this office.

IN WITNESS WHEREOF, the Secretary to the Board of Commissioners of the District of Columbia, has hereunto caused the Seal of the District of Columbia to be affixed at the City of Washington, D. C., this 1st day of April 1959

(D. C. SEAL)

Secretary, Board of Commissioners

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss. 1

Dr. Albert Ellis, being duly sworn, deposes and says:

That he is a subscriber to the foregoing Certificate of Incorporation; that all of the subscribers of the said Certificate of Incorporation are of full age; that at least two-thirds of them are citizens of the United States; that at least one of them is a resident of the State of New York; and that, of the persons named in said Certificate of Incorporation as directors, at least one is a citizen of the United States and a resident of the State of New York.

That no previous application has been made to any Justice of the Supreme Court for an order approving said Certificate of Incorporation and consenting that the same be filed

Albert Ellis

Sworn to before me this
19th day of February, 1959.

Norman C. Roller
Notary Public

NORMAN C. ROLLER
NOTARY PUBLIC, State of New York
No. 52-333450
Qualified in Suffolk County
Cert. filed with N. Y. Co. Clk.
Commission expires March 30, 1959

NORMAN C. ROLLER
NOTARY PUBLIC, State of New York
No. 52-333450
Qualified in Suffolk County
Cert. filed with N. Y. Co. Clk.
Commission expires March 30, 1959

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

Dr. Albert Ellis, being duly sworn, deposes and says:

That he is a subscriber to the foregoing Certificate of Incorporation; that all of the subscribers of the said Certificate of Incorporation are of full age; that at least two-thirds of them are citizens of the United States; that at least one of them is a resident of the State of New York; and that, of the persons named in said Certificate of Incorporation as directors, at least one is a citizen of the United States and a resident of the State of New York.

That no previous application has been made to any Justice of the Supreme Court for an order approving said Certificate of Incorporation and consenting that the same be filed

Albert Ellis

Sworn to before me this

19th day of February, 1959.

Norman C. Roller
Notary Public

NORMAN C. ROLLER
NOTARY PUBLIC, State of New York
No. 52-333,450
Qualified in Suffolk County
Cert. filed with N. Y. Co. Clk.
Commission expires March 30, 1959

NORMAN C. ROLLER
NOTARY PUBLIC, State of New York
No. 52-333,450
Qualified in Suffolk County
Cert. filed with N. Y. Co. Clk.
Commission expires March 30, 1959

I, Irving H. Saypol, a Justice of the Supreme Court of the State of New York, First Judicial District, do hereby approve the foregoing Certificate of Incorporation of THE INSTITUTE FOR RATIONAL LIVING, INC., and consent that the same be filed.

Dated: April 2, 1959

Irving H. Saypol (Signed)

Justice of the Supreme Court
of the State of New York

March 26, 1959 The undersigned has no objection to the approval of the foregoing Certificate of Incorporation and hereby waives due notice of the application therefor.

Louis J. Lefkowitz
Attorney General
State of New York

by: Julius Greenfield (Signed)
Julius Greenfield
Assistant Attorney General
State of New York